FORM D PECEIVED PECEIVED 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering (check if this is an amendment and name has changed, and indicate change.)	06049553
Charlotte 1031, DST	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule Type of Filing: ☐ New Filing ☐ Amendment	506 Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	BEST AVAILABLE COPY
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Charlotte 1031, L.L.C.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523	Telephone Number (Including Area Code) (630) 218-4916
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
The acquisition and sale of real property held by a Delaware statutory trust.	
Type of Business Organization	_ FはいしとSED
□ corporation □ limited partnership, already formed □ business trust □ limited partnership, to be formed	✓ other (please specify): limited liability company
Month Year	961 2 0 2000
Actual or Estimated Date of Incorporation or Organization: 0 3 0 6	☑ Actual ☐ Estimated ☐ THUMSON
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation f CN for Canada: FN for other foreign jurisdiction)	or State: DE FINANCIAL
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Reg 15 U.S.C. 77d(6).	gulation D or Section 4(6), 17 CFR 230.501 et seq. or
When to File: A notice must be filed no later than 15 days after the first sale of securities in the off Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at tafter the date on which it is due, on the date it was mailed by United States registered or certified n	he address given below or, if received at that address
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D	.C. 20549
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures.	manually signed. Any copies not manually signed
Information Required: A new filing must contain all information requested. Amendments need or changes thereto, the information requested in Part C, and any material changes from the information Appendix need not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with a are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim accompany this form. This notice shall be filed in the appropriate states in accordance with state is this notice and must be completed.	the Securities Administrator in each state where sales if for the exemption, a fee in the proper amount shall
ATTENTION	
Failure to file notice in the appropriate states will not result in a loss of the federal eappropriate federal notice will not result in a loss of an available state exemption unfiling of a federal notice.	exemption. Conversely, failure to file the nless such exemption is predicated on the

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 19

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. ☐ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Inland Real Estate Exchange Corporation Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) □ Director General and/or Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ■ Executive Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) □ Director ☐ General and/or Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ General and/or Promoter ■ Beneficial Owner ☐ Executive Officer □ Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

			•	В.	INFORMA	TION ABO	OUT OFFE	RING				
							<u> </u>				Yes	No
1. Has t	he issuer s	old, or do	s the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?		🔲	\boxtimes
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2 What	t is the mir	imum inv	estment the	it will be a	cented fro	m any indi	vidual?				s	489,479*
Z. What	t to the ithi	111116111 1114	estinent tila	it will be at	cepied no	in any mai	vidual:		**************		<u>.</u>	402,477
											Yes	Nο
3. Does	the offern	ng permit j	oint owner	ship of a si	ngle unit?.		••••••		••••••		🛛	
comn offeri and/o	nission or ing. If a po or with a st	similar ren erson to be ate or state	nuneration listed is and s, list the m	for solicita associated ame of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	be paid or connection broker or concrettan fin formation	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
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Name of	f Associate	ed Broker o	or Dealer									
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

Name of Associated Broker or Dealer Normhand Securities (Clay, State, Xip Code) ASSOciated Broker or Check (Individual) States (Individual)					В.	INFORMA	ATION ABO	OUT OFFE	RING				
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?												Yes	No
2. What is the minimum investment that will be accepted from any individual?	1. Has	the issuer s	sold, or doc	es the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?			\boxtimes
3. Does the offering permit joint ownership of a single unit?				Α	inswer also	in Append	ix, Colum	n 2, if filin	g under UL	.OE.			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer rigitarer with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated person or agent of a broker or dealer rigitarer or dealer solicities are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Tadsen, Richard Business or Residence Address (Number and Street, City, State, Zip Code) 45 South 7TH Street, 25th Floor, Minneapolis, MN 55402 Name of Associated Broker or Dealer Northland Securities States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AX] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MI] [MI] [MS] [MS] [MO] [MT] [NF] [NV] [NI] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [MS] [MS] [MO] [MT] [NF] [NV] [NF] [NV] [NF] [NV] [NV] [NV] [NV] [NV] [NV] [NV] [NV	2. Wha	at is the mir	nimum inve	estment tha	t will be ac	cepted fro	m any indi	vidual?				\$	489,479*
A. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Tadsen, Richard Business or Residence Address (Number and Street, City, State, Zip Code) 45 South TTH Street, 25th Floor, Minneapolis, MN 55402 Name of Associated Broker or Dealer Northland Securities States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check"A'Il States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MS] [MS] [MO] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Block, Gregory Business or Residence Address (Number and Street, City, State, Zip Code) 7829 Doug Hill Court, San Diego, CA 92127 Name of Associated Broker or Dealer Gregory A. Block, R1A States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check"A'Il States" or check individual States). [AL] [AK] [AZ] [AR] [MR] [MR] [MR] [MR] [MR] [MR] [MR] [M												Yes	No
commission or similar remuneration for solicitation of purchasers in connection with sales of Securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Tadsen, Richard Business or Residence Address (Number and Street, City, State, Zip Code) 45 South TTH Street, 25th Floor, Minneapolis, MN 55402 Name of Associated Broker or Dealer Northland Securities States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check* All States* or check individual States)	3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?			• • • • • • • • • • • • • • • • • • • •	••••••		\boxtimes	
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Business or Residence Address (Number and Street, City, State, Zip Code) 45 South TTH Street, 25th Floor, Minneapolis, MN 55402				f individua	l)								
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Full Name (Last name first, if individual) Block, Gregory Business or Residence Address (Number and Street, City, State, Zip Code) 7829 Doug Hill Court, San Diego, CA 92127 Name of Associated Broker or Dealer Gregory A. Block, RIA States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	-												
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Name of Associated Broker or Dealer Gregory A. Block, RIA States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Name o	of Associate	ed Broker o					12.20					
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Crawford, James F. Business or Residence Address (Number and Street, City, State, Zip Code) 555 S. Renton Village PL, STE 700, Renton, WA 98055 Name of Associated Broker or Dealer Pacific West Securities States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CT] [DE] [DC] [FL] [GA] [HI] [ID]	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFEI	RING	·			
											Yes	No
1. Has t	the issuer s	old, or doe	s the issue	intend to	sell, to non	-accredited	investors	in this offer	ring?			\boxtimes
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870	5 S.W. N	imbus Av	e., Suite 2	60, Beave	erton, OR	97008						
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

B. INFORMATION ABOUT OFFERING Yes 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	
	3
Answer also in Appendix, Column 2, if filing under ULOE.	_
· · · · · · · · · · · · · · · · · · ·	O.#
2. What is the minimum investment that will be accepted from any individual?	9-
	0
3. Does the offering permit joint ownership of a single unit?	J
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual)	
Tadsen, Roger	
Business or Residence Address (Number and Street, City, State, Zip Code) 45 South 7th Street, 25TH Floor, Minneapolis, MN 55402	
Name of Associated Broker or Dealer	
Northland Securities	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	s
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PI]
Full Name (Last name first, if individual) Farner, Ron	
Business or Residence Address (Number and Street, City, State, Zip Code)	
270 North Molalla Avenue, Suite I, Molalla, OR 97038	
Name of Associated Broker or Dealer Brookstreet Securities	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
(Check "All States" or check individual States)	s
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	·1
Full Name (Last name first, if individual) Hicks, Stan	
Business or Residence Address (Number and Street, City, State, Zip Code) 2825 East Cottonwood Parkway, Suite 330, Salt Lake City, UT 84121	
Name of Associated Broker or Dealer	
H&R Block Securities	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	
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[•] A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
											Yes	No
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?	***************************************		\boxtimes
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. Wha	nt is the mir	nimum inve	estment tha	t will be ac	cepted from	m any indi	vidual?				\$	489,479*
					•	•					Yes	No
3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.	•••••						
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING				
											Yes	No
1. Has i	the issuer s	old, or doe	s the issue:	r intend to	sell, to non	-accredited	l investors	in this offe	ring?		_	NO
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2. Wha	t is the mir	ıımum ınve	estment tha	t will be ac	ccepted from	m any indi	vidual?		****************	***************************************	<u> </u>	489,479*
											Yes	No
3. Does	the offeri	ng permit j	oint owner	ship of a si	ngle unit?		• • • • • • • • • • • • • • • • • • • •		•••••		\boxtimes	
4. Enter	r the inforr	nation requ	ested for e	ach person	who has b	een or will	be paid or connection	given, dire	etly or ind	irectly, any		
offer	ing. If a p	erson to be	listed is an	associated	d person or	agent of a	broker or o	lealer regis	tered with	the SEC		
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

	••			В.	INFORMA	ATION ABO	OUT OFFE	RING				
											Yes	No
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?		_	\boxtimes
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2. Wha	at is the mir	imum inve	estment tha	t will be ac	cepted fro	m any indi	vidual?	,	,		. \$	489,479*
					-						Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?			•••••		***************************************		
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				R.	INFORMA	TION AR	OUT OFFE	RING				
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2											Yes	No
3. Does	s the offerir	ng permit je	oint owner:	ship of a si	ngle unit?		•••••			•••••		
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING				
											Yes	No
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?		_	×
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING				<u></u>
	•								***	· · · · · · · · · · · · · · · · · · ·	Yes	No
1. Has	the issuer s	old, or doe	s the issue	intend to	sell, to non	-accredited	l investors	in this offe	ring?	*******************	. 🗆	\boxtimes
			Α	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. Wha	at is the mir	imum inve	stment tha	t will be ac	cepted from	n any indi	vidual?				. \$	489,479*
					•	•					Yes	No
3. Doe	s the offeri	ng permit je	oint owner:	ship of a si	ngle unit?							
4. Ente		nation requ similar rem	ested for e nuneration	ach person for solicita	who has b tion of pure	een or will chasers in (be paid or connection	given, dire with sales	ctly or ind of securitie	irectly, any		
and/	or with a st ciated pers	ate or state	s, list the n	ame of the	broker or o	dealer. If n	nore than fi	ve (5) pers	ons to be li	sted are		
	me (Last n		f individua	l)								
	own, Scott ss or Reside		ss (Numbe	r and Stree	t City Sta	te Zin Coo	ie)			-		
	34 E. Colo		,		-	.v, ыр сос	,					
Name o	of Associate	d Broker o	r Dealer								·	
lst	Global Ca	apital										
	n Which Pe eck "All St										🔲 A	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]		[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR] [WY]	[PA] [PR]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WI]	
	ıme (Last n rner, Mich		f individua	l)								
Busine	ss or Reside	ence Addre	•		-	-	de)					
	of Associate				, v <u>-</u>							
Lir	isco/Priva	te Ledger										
	n Which Pe eck "All St										🔲 A	ll States
[AL]	[AK]	[AZ]	[AR]		[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	ame (Last n	ame first, i	f individua	l)								
Busine	ss or Resid	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)	,	·			
Name o	of Associate	ed Broker o	or Dealer									
	in Which Po								,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		 	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[AZ] [IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NЛ]	[NM]	[NY]	[NC]	[ND]	[ОН]	[ок]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Sold Type of Security Offering Price Debt -0--0--0-Equity ☐ Common ☐ Preferred Convertible Securities (including warrants) -0-Partnership Interests \$ 21,450,336.53 Total......\$ 23,984,475 21,450,336.53 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \$ 21,450,336.53 Accredited Investors Non-accredited investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Type of Offering Security Sold Rule 505 \$ Regulation A. Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. **⊠** \$ -0-Printing and Engraving Costs

Legal Fees

Accounting Fees Engineering Fees

Sales Commission (specify finders' fees separately)..... Other Expenses (identify) Marketing.....

Total

45,000

-0-1,446,300

241050 \$ 1,732,350

 \boxtimes

⊠ \$

\$

	C. OFFERING P	RICE, NUMBER OF INVESTORS, EXPENSES ANI	USE OF	PROCEEDS	
b.	and total expenses furnished in resp	gregate offering price given in response to Part C – onse to Part C – Question 4.a. This difference is th	e "adjuste	:d	\$22,252,125
5.	each of the purposes shown. If the a check the box to the left of the estin	ijusted proceeds to the issuer used or proposed to b imount for any purpose is not known, furnish an es nate. The total of the payments listed must equal th in in response to Part C – Question 4.b above.	timate and	i	
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		🛛	\$	⊠ <u>\$</u>
	Purchase of real estate		🛛	\$	\$ 19,010,575
	Purchase, rental or leasing and	installation of machinery and equipment	🖄	\$	≤ <u>\$</u>
	Construction or leasing of plant	buildings and facilities	🛛	\$	⊠ <u>\$</u>
	offering that may be used in ex-	(including the value of securities involved in this change for the assets or securities of another issuer	🗵	\$	⊠ <u>\$</u>
	Repayment of indebtedness		🛛	<u>s</u>	⊠ <u>s</u>
	Working capital		🛛	<u>\$</u>	⊠ <u>\$</u>
	Other (specify): Acquisition F	<u>ee</u>	🛛	\$ 2,989,550	\$ 252,000
	Column Totals		🛛	\$ 2,989,550	\$ 19,262,575
	Total Payments Listed (column	totals added)		⊠ <u>\$</u>	22,252,125
		D. FEDERAL SIGNATURE			
foll	owing signature constitutes an under	be signed by the undersigned duly authorized perstaking by the issuer to furnish to the U.S. Securities shed by the issuer to any non-accredited investor p	s and Exc	hange Commissi	on, upon written
Issu	uer (Print or Type)	Signature		Date	
Cha	arlotte 1031, L.L.C.	Patricia a. ballos	so	10/5/200	<u></u>
Nai	me of Signer (Print or Type)	Title of Signer (Print or Type)		,	
Pat	ricia A. DelRosso	President, Inland Real Estate Exchange Cor L.L.C.	poration,	the sole member	of Charlotte 1031,

-ATTENTION---

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
Is any party described in 17 CFR 230.26 of such rule?	2 presently subject to any of the disqualific	
	See Appendix, Column 5, for state response	onse.
2. The undersigned issuer hereby undertake Form D (17 CFR 239.500) at such times		ny state in which this notice is filed, a notice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, u	ipon written request, information furnished by the
Limited Offering Exemption (ULOE) of		t must be satisfied to be entitled to the Uniform understands that the issuer claiming the availability tisfied.
The issuer has read this notification and knundersigned duly authorized person.	ows the contents to be true and has duly o	caused this notice to be signed on its behalf by the
Issuer (Print or Type)	Signature	Date
Charlotte 1031, L.L.C.	Patricia 1. Sello.	200 10/5/200p
Name (Print or Type)	Title (Print or Type)	

L.L.C.

President, Inland Real Estate Exchange Corporation, the sole member of Charlotte 1031,

Instruction:

Patricia A. DelRosso

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	2	2 3 4							5	
	investors	to sell ccredited s in State -Item I)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Number of Number of Accredited Non-Accredited					
AL			Individual beneficial interests in Delaware statutory trust \$23,984,475	1	\$705,134.13	0	N/A			
AK										
AZ							-			
AR										
CA		×	Individual beneficial interests in Delaware statutory trust \$23,984,475	18	\$10,243,188.45	0	N/A		⊠	
СО			Individual beneficial interests in Delaware statutory trust \$23,984,475	3	\$859,850.00	0	N/A		⊠	
СТ							•			
DE										
DC										
FL		×	Individual beneficial interests in Delaware statutory trust \$23,984,475	1	\$735,266.91	O	N/A		⊠	
GA										
ні			-							
ID		×	Individual beneficial interests in Delaware statutory trust \$23,984,475	4	\$2,633,154.91	0	N/A		⊠	
IL		⊠	Individual beneficial interests in Delaware statutory trust \$23,984,475	` 1	\$108,108.11	0	N/A		⊠	

1	Intend to non-ac	ccredited	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of	· ·	Number of				
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No	
IN							_			
IA		Ø	Individual beneficial interests in Delaware statutory trust \$23,984,475	1	\$250,000.00	0	N/A			
KS										
KY		⊠ 	Individual beneficial interests in Delaware statutory trust \$23,984,475	I	\$500,000	0	N/A		Ø	
LA										
ME										
MD										
MA			-							
MI										
MN		×	Individual beneficial interests in Delaware statutory trust \$23,984,475	5	\$1,909,160	0	N/A		Ø	
MS										
мо								0		
МТ										
NE										
NV		×	Individual beneficial interests in Delaware statutory trust \$23,984,475	1	\$450,000	O	N/A		×	
NH		×	Individual beneficial interests in Delaware statutory trust \$23,984,475	1	\$350,000	0	N/A		×	

		,	_					1		
1	2	2	3	4					5 Disqualification under State ULOE	
	to non-a	to sell ccredited s in State	Type of security and aggregate offering price offered in state	Type of investor and amount purchased in State				(if yes explan	attach ation of granted)	
		Item 1)	(Part C-Item 1)	(Part C-Item 2) Number of Number of					-Item 1)	
State	Yes	No		Number of Accredited Investors	Yes	No				
ŊJ		⊠	Individual beneficial interests in Delaware statutory trust \$23,984,475	. 1	\$678,500	0	N/A		⊠	
NM										
NY			Individual beneficial interests in Delaware statutory trust \$23,984,475	1	\$350,000	0	N/A			
NC							· 			
ND										
ОН										
ОК										
OR			Individual beneficial interests in Delaware statutory trust \$23,984,475	2	\$714,974.02	0	N/A		⊠	
PA										
RI										
SC										
SD						_				
TN			Individual beneficial interests in Delaware statutory trust \$23,984,475	1	\$500,000	0	N/A		×	
TX		×	Individual beneficial interests in Delaware statutory trust \$23,984,475	1	\$488,000	0	N/A		×	
UT							<u></u>			
VT										

1	Intend to non-a	to sell ccredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	e of security d aggregate Fering price Type of investor and ered in state amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No .
WA									
wv									
WI									
WY									
PR									